

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

TRISTAR INVESTORS, INC.,

§

Plaintiff,

§

v.

§

**AMERICAN TOWER CORPORATION,
et al.,**

§
§

Defendants.

§

CIVIL ACTION NO. 3:12-CV-499-M

AMERICAN TOWER, LLC, et al.,

§

Counter-Plaintiffs,

§

v.

§

TRISTAR INVESTORS, INC., et al.,

§

Counter-Defendants.

§

§

**AMENDED STIPULATED EXCEPTIONS TO
FIRST AMENDED PROTECTIVE ORDER**

Pursuant to paragraph 9 of the First Amended Protective Order [Doc. 49], Plaintiff, Defendant, Counter-Plaintiffs, and Counter-Defendants have agreed to stipulate to the following exceptions to the First Amended Protective Order:

1. The following individuals may review information designated as Highly Confidential: For TriStar, David Ivy, Ed Wallander, Robert Giles, Matt Newton, Dale Gilardi, Michael Mackey, Jerry Vogl, and members of the Board of Directors (excluding representatives from Crown Castle and SBA Communications, who only have observation rights). For American Tower, Jim Taiclet, Greg Crosby, Steve Marshall, Jacky Wu, Bud Noel, Rod Smith, Jason Hirsch, and members of the Board of Directors. Further, each of these individuals agrees to be bound by the terms of the Protective Order and may not disclose any Confidential or Highly Confidential information to persons who are not permitted to review such information. This is an exception to paragraph 6(a) of the First

Amended Protective Order that applies only to documents produced by the parties to this action. Highly Confidential information produced by non-parties remains protected in accordance with paragraph 6(a).

2. Confidential information may be disclosed to members of the Board of Directors of both parties (excluding representatives from Crown Castle and SBA Communications, who have observation rights on TriStar's Board of Directors) to the same extent that any such information is permitted to be disclosed to the persons listed in paragraph 3(d) of the First Amended Protective Order.

Respectfully submitted,

/s/ William D. Sims, Jr.

William D. Sims, Jr.
Texas Bar No. 18429500
Matthew R. Stammel
Texas Bar No. 24010419
Kyle D. Young
Texas Bar No. 24070899
Tyler J. Bexley
Texas Bar No. 24073923
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201
Tel: 214.220.7700
Fax: 214.220.7716
bsims@velaw.com
mstammel@velaw.com
kyoung@velaw.com
tbexley@velaw.com

Harry M. Reasoner
Texas Bar No. 16642000
Stacey Neumann Vu
Texas Bar No. 24047047
1001 Fannin Street, Suite 2500
Houston, Texas 77002
Tel: 713.758.2222
Fax: 713.758.2346
hreasoner@velaw.com
svu@velaw.com

*Attorneys for Plaintiff and
Counter-Defendants*

/s/ Jon G. Shepherd

Jon G. Shepherd
Texas State Bar No.00788402
Courtney L. Sauer
Texas State Bar No. 24066026
Alston & Bird, LLP
2828 N. Harwood Street, Suite 1800
Dallas, Texas 75201
Tel: 214.922.3400
Fax: 214.922.3899
jon.shepherd@alston.com
courtney.sauer@alson.com

David M. Rownd
Illinois State Bar No. 6207951
Thompson Coburn, LLP
55 E. Monroe Street, 37th Floor
Chicago, IL 60603
Tel: 312.580.2311
Fax: 312.580.2201
drownd@thompsoncoburn.com

Michael L. Nepple
Missouri State Bar No. 42082
Thompson Coburn, LLP
One US Bank Plaza
St. Louis, MO 63101
Tel: 314.552.6149
Fax: 314. 522.7000
mnepple@thompsoncoburn.com
Admitted Pro Hac Vice

*Attorneys for Defendants and
Counter-Plaintiffs*

CERTIFICATE OF SERVICE

I hereby certify that on October 22, 2013, I served a true and accurate copy of the foregoing document on all counsel of record via filing of the same with the Court's CM/ECF system.

/s/ Kyle D. Young